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Our file no.: 0000356477

August 19, 2011

Via Overnight Courier

The Honorable Jocelyn Boyd, Chief Clerk
Public Service Commission of South Carolina
101 Executive Center Drive, Suite 100
Columbia, South Carolina 29210

Re: Notification Regarding the Indirect Transfer of Control of the PAETEC Regulated Entities

Dear Ms. Boyd:

PAETEC Holding Corp. ("PAETEC") and its wholly owned indirect subsidiaries Intellifiber Networks, Inc. ("Intellifiber"), Network Telephone Corporation ("NTC"), The Other Phone Company, Inc. ("TOPC"), Talk America, Inc. ("TA"), US LEC of South Carolina, LLC ("USLEC-SC"), PaeTec Communications, Inc. ("PCI") and McLeodUSA Telecommunications Services, LLC ("McLeodUSA") (Intellifiber, NTC, TOPC, TA, USLEC-SC, PCI and McLeodUSA collectively, the "PAETEC Regulated Entities")¹ together with Windstream Corporation in its limited capacity as the acquiring entity ("Windstream") (collectively, the "Parties") notify the Commission of a proposed transaction between PAETEC and Windstream through which Windstream will acquire indirect control of the PAETEC Regulated Entities, which themselves are wholly owned indirect subsidiaries of PAETEC (the "Transaction").² Windstream has subsidiary local

¹ Intellifiber is authorized to provide resold and facilities-based local exchange and intrastate interexchange telecommunication services pursuant to Order No. 2001-1120 issued in Docket No. 2001-375-C on December 18, 2001. NTC is authorized to provide resold and facilities-based local exchange and resold and facilities-based intrastate interexchange telecommunication services pursuant to Order Nos. 1999-225 and 1999-677 issued in Docket 98-590-C on March 29, 1999 and September 27, 1999, respectively. TOPC is authorized to provide local exchange and toll reseller telecommunications services pursuant to Order No. 1999-19 issued in Docket No. 98-443-C on January 7, 1999. TA is authorized to provide (1) resold and facilities-based local exchange telecommunications services pursuant to Order No. 97-670 issued in Docket No. 97-162-C on August 5, 1997 and (2) intrastate interexchange telecommunications services pursuant to Order No. 92-479 issued in Docket No. 92-126-C on June 19, 1992. USLEC-SC is authorized to provide resold and facilities-based local and interexchange telecommunications services pursuant to Order No. 97-957 issued in Docket No. 97-300-C. PCI is authorized to provide intrastate interexchange telecommunications services pursuant to Order No. 1999-60 issued in Docket No. 98-404-C on January 26, 1999. McLeodUSA is authorized to provide (1) resold and facilities-based local exchange and facilities-based interexchange telecommunications services pursuant to Order No. 2001-648 issued in Docket No. 2001-113-C on July 18, 2001 and (2) resold intrastate interexchange services pursuant to Order No. 97-944 issued in Docket No. 97-207-C on November 4, 1997.

² Additional details regarding the Transaction are available in PAETEC's 8-K filing with the SEC, which includes the Agreement and Plan of Merger. *See Agreement and Plan of Merger*

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exchange and interexchange carrier operations throughout the United States but is, itself, not a regulated entity.³ The Parties submit this letter for informational purposes only to ensure the continuing accuracy of the Commission's records.

PAETEC is a publicly traded Delaware corporation (NASDAQ GS: PAET) with principal offices located at One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York 14450. PAETEC, through its regulated operating subsidiaries including the PAETEC Regulated Entities, has a presence in 86 of the nation's top 100 MSAs, delivering communications solutions primarily to business customers in 49 states and the District of Columbia. Additional information regarding PAETEC, including its most recent Securities and Exchange Commission Form 10-Q, is available at www.paetec.com/investors.

Questions or inquiries concerning this Notification may be directed to:

For PAETEC:

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For Windstream:

Kimberly K. Bennett
VP - Regulatory Counsel
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among Windstream Corporation, Peach Merger Sub, Inc., and PAETEC Holding Corp., at Exhibit 2.1 (July 31, 2011), available at: <http://sec.gov/Archives/edgar/data/1372041/000119312511204606/0001193125-11-204606-index.htm>.

³ Windstream Corporation, a Delaware corporation headquartered at 4001 Rodney Parham Road, Little Rock, Arkansas 72212, is a publicly traded (NASDAQ: WIN) S&P 500 diversified communications and entertainment company. Windstream's subsidiaries provide local and long distance telephone services, broadband and high-speed data services and video services to customers primarily in rural areas. Windstream's operations currently have approximately 3.3 million access lines and approximately \$4 billion in annual revenues. More information can be found at www.windstream.com.

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With a copy to:

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Corporate Vice President of Public Policy
& Regulatory
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As a result of the Transaction described above, PAETEC will become a wholly owned subsidiary of Windstream. Thus, Windstream will be the new ultimate parent company of the PAETEC Regulated Entities. This change in ultimate control does not involve a transfer of operating authority, assets or customers, and the Transaction is expected to be virtually seamless to customers. The only immediate change resulting from the Transaction will be that the PAETEC Regulated Entities will be ultimately owned by Windstream. As subsidiaries of Windstream, the PAETEC Regulated Entities may subsequently change their names to reflect the "Windstream" brand.

An original and thirteen (13) copies of this letter are enclosed for filing. Please date-stamp the extra copy and return it in the envelope provided. Should you have any questions regarding this filing, please do not hesitate to contact Brett Ferenchak at 202-373-6697.

Respectfully submitted,



Jean L. Kiddoo
Brett P. Ferenchak

Counsel for PAETEC